OTC Markets

OTCQB Certification

I, C. Douglas Mitchell, Chief Financial Officer of Medbox, Inc. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):
- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of May 11, 2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Manatt, Phelps & Phillips, LLP

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Hayden IR, LLC
15879 N. 80th Street
Suite 400
Scottsdale, AZ 85260

PondelWilkinson Inc.
1880 Century Park East, #350
Los Angeles, CA 90067
Janet Simmons
T: 310-279-5980
investor@pondel.com

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Dr. Bruce Bedrick	Del Ray Beach, FL	20.2 (1)
Guy Marsala	Los Angeles, CA	*
Vincent Mehdizadeh	West Hills, CA	55.77 (2)
C. Douglas Mitchell (7)	Los Angeles, CA	*

Jennifer Love (7)	Los Angeles, CA	*
J. Mitchell Lowe	Los Angeles, CA	* (8)
Ned L. Siegel	Los Angeles, CA	* (3)
PVM International, Inc. (4)	West Hills, CA	8.3
Vincent Chase, Incorporated (5)	West Hills, CA	49.33 (6)

* Less than 1%.
(1) Includes 5,000,000 shares issuable upon conversion of 1,000,000 shares of Series A Preferred Stock.
(2) Includes 22,096,133 shares beneficially owned by Vincent Chase, Incorporated (which includes 10,000,000 shares issuable upon conversion of 2,000,000 shares of Series A Preferred Stock) and 2,880,053 shares held by PVM International, Inc.
(3) Includes shares of common stock issuable upon conversion of the Siegel Notes (including accrued interest thereunder), based on a conversion price that is 85% of the 30-day volume weighted average closing price of the Company's common stock over the 30 trading days prior to May 1, 2015 plus (iii) shares of common stock issuable upon exercise of the Siegel Warrants based on 50% of the principal sum of the Siegel Notes, at an exercise price equal to 85% of the 30-day volume weighted average closing price of the Company's common stock over the 30 trading days prior to May 1, 2015.
(4) Vincent Mehdizadeh has voting and dispositive power over the securities held by PVM International, Inc.
(5) Vincent Mehdizadeh has voting and dispositive power over the securities held by Vincent Chase, Incorporated.
(6) Includes 10,000,000 shares issuable upon conversion of 2,000,000 shares of Series A Preferred Stock.
(7) Restricted Stock Units exercisable into shares at the election of the holder.
(8) Includes shares of common stock issuable upon conversion of the Lowe Note (including accrued interest thereunder), based on a conversion price that is 85% of the 30-day volume weighted average closing price of the Company's common stock over the 30 trading days prior to May 1, 2015 plus (iii) shares of common stock issuable upon exercise of the Lowe Warrant based on 50% of the principal sum of the Lowe Note, at an exercise price equal to 85% of the 30-day volume weighted average closing price of the Company's common stock over the 30 trading days prior to May 1, 2015.

Date: May 14, 2015

Name of Certifying CEO or CFO: C. Douglas Mitchell

Title: CFO

Signature: _
(Digital Signatures should appear as "/s/ [OFFICER NAME]")